

# SIN GHEE HUAT CORPORATION LTD.

Company Registration No.: 197700475Z  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sin Ghee Huat Corporation Ltd. (the "Company") will be held at Ballroom 1, Sheraton Tower Singapore, 39 Scotts Road, Singapore 228230 on Thursday, 25 October 2007 at 11.00 a.m. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive and consider the audited financial statements of the Company for the financial year ended 30 June 2007 and the reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To approve the Directors' fees of \$70,833 for the financial year ended 30 June 2007. **(Resolution 2)**
3. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:
  - (a) Mr Kua Eng Wah (retiring under Article 107) **(Resolution 3)**
  - (b) Mr Kua Chee Meng (retiring under Article 107) **(Resolution 4)**
  - (c) Mr Hong Pian Tee (retiring under Article 117) **(Resolution 5)**
  - (d) Mr Tan Lye Heng Paul (retiring under Article 117) **(Resolution 6)**
  - (e) Mr Hoon Tai Meng (retiring under Article 117) **(Resolution 7)**(See Explanatory Note 1)
4. To declare a Final Dividend of \$0.03 per share less Income Tax for the financial year ended 30 June 2007. **(Resolution 8)**
5. To re-appoint Messrs LTC & Associates as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**

### SPECIAL BUSINESS

6. To consider and, if thought fit, pass the following Ordinary Resolutions with or without modifications:

#### Authority to allot and issue shares

"(a) That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (i) issue shares and convertible securities in the capital of the Company whether by way of rights or otherwise;
  - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively referred as "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) Issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that
- (i) the aggregate number of shares and convertible securities to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of issued share capital of the Company, of which the aggregate number of shares and convertible securities (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the issued share capital of the Company at the time this resolution is passed, after adjusting for:
    - aa) new shares arising from the conversion or exercise of convertible securities;
    - bb) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited; and
    - cc) any subsequent consolidation or subdivision of shares; and
  - (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue to be in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

**(Resolution 10)**

(See Explanatory Note 2)

7. **Authority to grant options and to issue shares under the Sin Ghee Huat Share Option Scheme**

"That authority be and is hereby given to the Directors to offer and grant options from time to time in accordance with the provisions of the Sin Ghee Huat Share Option Scheme (the "Scheme"), and, pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the issued share capital of the Company from time to time, as determined in accordance with the provisions of the Scheme."

**(Resolution 11)**

(See Explanatory Note 3)

### OTHER BUSINESS

8. To transact any other business that may be properly transacted at an Annual General Meeting of the Company.

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of **SIN GHEE HUAT CORPORATION LTD.** will be closed on 2 November 2007 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 8 Cross Street, #11-00 PWC Building, Singapore 048424 up to 5.00 p.m. on 1 November 2007 will be registered to determine shareholders' entitlements to the said dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 1 November 2007 will be entitled to the proposed dividend.

Payment of the dividend, if approved by the shareholders at the Annual General Meeting to be held on 25 October 2007, will be made on 15 November 2007.

Dated this 10th day of October 2007

By Order of the Board  
Ng Lee Ing  
Company Secretary

### NOTES:

- 1) A shareholder of the Company entitled to attend and vote at a meeting of the Company ("Meeting") is entitled to appoint a proxy and vote in his stead.
- 2) A proxy need not be a shareholder of the Company.
- 3) If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- 4) The instrument appointing a proxy must be deposited at the registered office of the Company at 32 Penhas Road, #01-01, Singapore 208191 not later than 48 hours before the time appointed for the Meeting.

### EXPLANATORY NOTES:

1. Mr Hong Pian Tee will, upon re-election as a Director, continue to serve as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.  
Mr Tan Lye Heng Paul will, upon re-election as a Director, continue to serve as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.  
Mr Hoon Tai Meng will, upon re-election as a Director, continue to serve as a member of Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
2. The Ordinary Resolution 10 in item no. 6 above, if passed, will authorise the Directors from the date of the Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company. Rule 806(3) of the Listing Manual of the Singapore Exchange Securities Trading Limited currently provides that the percentage of issued share capital is based on the share capital of the Company at the time the mandate is passed after adjusting for:
  - a) new shares arising from the conversion or exercise of convertible securities;
  - b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited; and
  - c) any subsequent consolidation or subdivision of shares.This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
3. The Ordinary Resolution 11 in item no. 7 above, if passed, will empower the Directors to offer and grant options under the Sin Ghee Huat Share Option Scheme and to allot and issue shares pursuant to the exercise of such options under the Sin Ghee Huat Share Option Scheme. The aggregate nominal amount of new shares over which the Company may grant options on any date, when added to the nominal amount of new shares issued and issuable in respect of (a) all options granted under the Scheme, and (b) all awards granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed 15% of the issued share capital of the Company on the day preceding that date.